

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: ) Chapter 11  
DELPHI AUTOMOTIVE SYSTEMS LLC ) Case No. 05-44481 (RDD)  
Debtor. )  
-----X

NOTICE OF PARTIAL TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)

1. TO: **ST MICROELECTRONICS, INC. (F/K/A SGS THOMSON  
MICROELECTRONICS, INC.) ("Transferor")**  
1000 East Bell Road  
Phoenix, AZ 85022

2. Please take notice of the transfer of a portion, in the amount of \$6,153,413.36, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, above, as evidenced by the Proof of Claim No. 35 (attached in Exhibit A hereto) and as relating to the claim scheduled against the Debtor in its schedule of liabilities in the name of SGS Thompson Microelectronics, Inc. has been transferred to:

**SPECIAL SITUATIONS INVESTING GROUP, INC. ("Transferee")**  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court

Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2005.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**

**PROOF OF CLAIM**

FORM B10 (Official Form 10) (04/04)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>Delphi Automotive Systems, LLC</b>		Case Number <b>05-44481</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>STMicroelectronics, Inc. f/k/a SGS Thompson Microelectronics</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent: <b>Thompson &amp; Knight c/o Rhett G. Campbell 333 Clay Street, Suite 3300 Houston, Texas 77002 Telephone number: (713) 654-8111</b>		
Account or other number by which creditor identifies debtor: <b>70006470</b>		Check here <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Reclamation - 11 U.S.C. 546(c)</u> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)  <input type="checkbox"/> Wages, salaries, and compensation (fill out below)                      Last four digits of SS #: _____                      Unpaid compensation for services performed from _____ to _____  <div style="display: flex; justify-content: space-between; width: 100%;"> <span>(date)</span> <span>(date)</span> </div> </div> </div>		
<b>2. Date debt was incurred:</b> <b>1/19/2005-10/5/2005</b>		<b>3. If court judgment, date obtained:</b>
<b>4. Total Amount of Claim at Time Case Filed: \$ <u>7,723,369.91</u></b> <div style="display: flex; justify-content: space-around; font-size: small;"> <span>(unsecured)</span> <span>(secured)</span> <span>(priority)</span> <span>(Total)</span> </div> <p>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.</p> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
<b>6. Unsecured Nonpriority Claim \$ <u>7,723,369.91*</u></b> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <b>3/28/06</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>WAYNE STEELE</b> <b>Corp Credit Manager</b>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

\* As set forth in attachments, this includes a claim for reclamation under 11 U.S.C. 546.

**Summary of Proof of Claim filed by STMicroelectronics, Inc.**  
**F/K/A SGS Thomson Microelectronics**

The claim of STMicroelectronics, Inc. ("STMicro") is listed in the schedules of Delphi Automotive Systems, LLC, under the name "SGS Thomson Microelectronics." SGS Thomson Microelectronics is a former name of STMicro.

**Nature and Basis of Claim**

STMicro files this general unsecured proof of claim in the total amount of \$7,723,369.91 for goods sold to Delphi Automotive Systems, LLC ("Delphi") prior to its petition in bankruptcy. This claim is based on goods ordered and sold to Delphi prior to the bankruptcy petition date of October 8, 2005.

Of the total claim, \$1,569,956.55 is entitled to treatment as a reclamation claim in accordance with the provisions of 11 U.S.C. § 546(c). STMicro provided notice of its intent to reclaim these goods by letter dated October 12, 2005. A summary of invoices comprising STMicro's reclamation claim (dated from September 29, 2005 through October 8, 2005) are attached as Exhibit "1".

Of the total claim, \$6,153,413.36 is not included in STMicro's reclamation claim. A summary of invoices comprising the balance of STMicro's claim (dated from January 19, 2005 through September 28, 2005) are attached as Exhibit "2".

**Rights Reservation**

STMicro reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner and/or to file additional proofs of claim if STMicro should deem it necessary and appropriate for any reason, including without limitation, to provide an updated statement of amount then due or for any other purpose for which a proof of claim may be amended.

Filing of this Proof of Claim is not (a) a waiver or release of STMicro's rights, claims or defenses against any person, entity or property; (b) a waiver or release of STMicro's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court; (c) a consent by STMicro to the jurisdiction of this Court for any purpose other than with respect to this Proof of Claim; (d) an election of remedy; (e) a waiver or release of any rights which STMicro may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving STMicro, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

STMicroelectronics

Delphi Invoices September 29, 2005 - October 8, 2005

ship date	invoice #	Consignment pull ID or shipment tracking	\$ amount	Part #	Quantity
9-29-05	702418073	24438	824.87	9375459	357
9-29-05	702418074	24442	824.87	9375459	357
9-29-05	702418075	24445	572.50	21001375	2500
9-29-05	702418076	24446	612.50	16223136	500
9-29-05	702418077	24447	824.87	9375459	357
9-29-05	702418078	24448	824.87	9375459	357
9-29-05	702418079	24449	572.50	21001375	2500
9-29-05	702418080	24450	3450.00	9395690	1000
9-29-05	702418081	24451	1260.00	9362913	1000
9-29-05	702418082	24454	727.00	9371253	1000
9-29-05	702418083	24456	1260.00	9362913	1000
9-29-05	702418084	24459	880.00	16207483	2000
9-29-05	702418085	24439	8000.00	9380749	1000
9-29-05	702418085	24439	990.00	9396613	1000
9-29-05	702418086	24439	2181.00	9371253	3000
9-29-05	702418087	24439	8925.00	9401772	1500
9-29-05	702418088	24440	1542.24	9395699	357
9-29-05	702418089	24444	2908.00	9371253	4000
9-29-05	702418090	24444	1980.00	9396613	2000
9-29-05	702418091	24444	2975.00	9397586	500
9-29-05	702418092	24444	2975.00	9401772	500
9-29-05	702418093	24453	3450.00	9395690	1000
9-29-05	702418094	24453	1145.00	21001375	5000
9-29-05	702418095	24457	850.00	9361268	2500
9-29-05	702418096	24457	4362.00	9371253	6000
9-29-05	702418097	24457	1980.00	9396613	2000
9-29-05	702418098	24457	3450.00	9395690	1000
9-29-05	702418099	24457	11900.00	9401772	2000
9-29-05	702418100	24457	572.50	21001375	2500
9-29-05	702418101	24458	4230.45	9378703	1071
9-29-05	702418101	24458	5040.00	9362913	4000
9-29-05	702418102	24458	4433.94	16219796	2142
9-29-05	702418103	24458	12370.05	9375459	5355
9-29-05	702418104	24458	4626.72	9395699	1071
9-29-05	702418105	24441	1542.00	9385521	2000
9-29-05	702418105	24441	598.80	9391187	800
9-29-05	702418106	24441	2158.00	9382501	6000
9-29-05	702418107	24441	451.00	12200798	451
9-29-05	702418108	24441	1100.00	9399339	1000
9-29-05	702418108	24441	1200.00	9399375	810
9-29-05	702418108	24441	1000.00	9399338	1002
9-29-05	702418109	24441	336.60	9401881	800
9-29-05	702418110	24443	1542.00	9385521	2000
9-29-05	702418111	24443	1805.00	9382501	5000
9-29-05	702418112	24443	451.00	12200798	1000
9-29-05	702418113	24452	1542.00	9385521	2000
9-29-05	702418114	24452	722.00	9382501	2000
9-29-05	702418115	24452	405.00	9399375	800
9-29-05	702418116	24452	1008.00	9398790	1000
9-29-05	702418117	24455	771.00	9385521	1000
9-29-05	702418118	24455	451.00	12200798	1000
9-29-05	702418119	24460	1542.00	9385521	2000
9-29-05	702418119	24460	598.80	9391187	800
9-29-05	702418120	24460	451.00	12200798	1000
9-29-05	702418121	24460	405.00	9399375	800
9-29-05	702418121	24460	1002.00	9399338	1000
9-29-05	702418122	24460	1450.00	21001375	5000
9-29-05	702418123	24462	3450.00	9395690	1000
9-29-05	702418124	24465	824.87	9375459	357
9-29-05	702418125	24461	1770.00	16196405	1500
9-29-05	702418126	24461	2216.97	16219796	1071
9-29-05	702418127	24461	2520.00	9362913	2000
9-29-05	702418128	24461	2474.01	9375459	1071
9-29-05	702418129	24463	1700.00	9361268	5000
9-29-05	702418130	24463	2181.00	9371253	3000
9-29-05	702418131	24463	2975.00	9397586	500
9-29-05	702418132	24453	2181.00	9371253	3000
9-29-05	702418133	24453	990.00	9396613	1000
9-29-05	702418134	24453	8925.00	9401772	1500
9-29-05	702418135	24463	5950.00	9401772	1000
9-29-05	702418136	24463	1145.00	21001375	5000
9-29-05	702418137	24468	1310.00	16243798	1000
9-29-05	702418138	24467	1575.00	16182452	1500
9-29-05	702418138	24467	5040.00	9362913	4000
9-29-05	702418139	24467	4433.94	16219796	2142
9-29-05	702418140	24467	1837.50	16223136	1500
9-29-05	702418141	24467	2474.01	9375459	1071
9-29-05	702418142	24468	850.00	9361268	2500
9-29-05	702418143	24468	1454.00	9371253	2000
9-29-05	702418144	24468	1980.00	9396613	2000



9-29-05	702418145	24488	3450.00	9395690	1000
9-29-05	702418148	24468	8925.00	9401772	1500
9-29-05	702418147	24464	3084.00	9385521	4000
9-29-05	702418147	24464	1197.60	9381187	1200
9-29-05	702418148	24464	1083.00	9382501	3000
9-29-05	702418149	24464	451.00	12200798	1000
9-29-05	702418150	24464	837.50	9401225	2500
9-29-05	702418151	24464	405.00	9399375	800
9-29-05	702418152	24469	771.00	9385521	1000
9-29-05	702418152	24469	1197.60	9381187	1200
9-29-05	702418415	PRTRANS/1254849	3875.00	16223136	3000
9-29-05	702418416	PRTRANS/1254849	4948.02	9375459	2142
9-29-05	702418418	PRTRANS/1254849	10080.00	9362913	8000
9-29-05	702418419	PRTRANS/1254849	5816.00	9371253	8000
9-29-05	702418837	DHL91192002484	2880.00	9364228	4000
9-29-05	702418889	UPS0200649117	2887.50	28007829	12500
9-29-05	702418890	UPS0200649126	22358.00	9385521	29000
9-30-05	702419057	24472	812.50	16223136	500
9-30-05	702419058	24470	824.67	9375459	357
9-30-05	702419059	24471	727.00	9371253	1000
9-30-05	702419060	24476	2244.00	16200945	2400
9-30-05	702419061	24480	3450.00	9395690	1000
9-30-05	702419062	24480	854.25	9400955	750
9-30-05	702419063	24481	824.67	9375459	357
9-30-05	702419064	24482	680.00	16207483	2000
9-30-05	702419065	24483	752.00	9368607	1000
9-30-05	702419066	24483	1708.50	9400955	1500
9-30-05	702419067	24484	1280.00	9362913	1000
9-30-05	702419068	24485	572.50	21001375	2500
9-30-05	702419069	24486	727.00	9371253	1000
9-30-05	702419070	24487	824.67	9375459	357
9-30-05	702419071	24491	572.50	21001375	2500
9-30-05	702419072	24492	727.00	9371253	1000
9-30-05	702419073	24493	1280.00	9362913	1000
9-30-05	702419074	24494	680.00	16207483	2000
9-30-05	702419075	24499	630.00	9362913	500
9-30-05	702419076	24500	727.00	9371253	1000
9-30-05	702419077	24505	854.25	9400955	750
9-30-05	702419078	24473	1575.00	16182452	1500
9-30-05	702419079	24473	1542.24	9395699	357
9-30-05	702419080	24474	709.00	9352533	1000
9-30-05	702419081	24474	1454.00	9371253	2000
9-30-05	702419082	24474	5950.00	9401772	1000
9-30-05	702419083	24478	2474.01	9375459	1071
9-30-05	702419084	24478	1542.24	9395699	357
9-30-05	702419085	24479	850.00	9361268	2500
9-30-05	702419086	24479	2908.00	9371253	4000
9-30-05	702419087	24479	2970.00	9396613	3000
9-30-05	702419088	24479	2975.00	9401772	500
9-30-05	702419089	24489	2474.01	9375459	1071
9-30-05	702419090	24490	2908.00	9371253	4000
9-30-05	702419091	24490	990.00	9396613	1000
9-30-05	702419092	24490	11900.00	9401772	2000
9-30-05	702419093	24496	512.50	28006887	2500
9-30-05	702419094	24497	9850.91	16219796	3213
9-30-05	702419095	24497	5040.00	9362913	4000
9-30-05	702419096	24497	7422.03	9375459	3213
9-30-05	702419097	24497	1542.24	9395699	357
9-30-05	702419098	24498	1454.00	9371253	2000
9-30-05	702419099	24498	8000.00	9390749	1000
9-30-05	702419099	24498	2970.00	9396613	3000
9-30-05	702419100	24496	8925.00	9401772	1500
9-30-05	702419101	24502	4230.45	9378703	1071
9-30-05	702419101	24502	1575.00	16182452	1500
9-30-05	702419101	24502	2520.00	9362913	2000
9-30-05	702419102	24502	4948.02	9375459	2142
9-30-05	702419103	24502	1125.00	16234330	1500
9-30-05	702419104	24503	850.00	9361268	2500
9-30-05	702419105	24503	2181.00	9371253	3000
9-30-05	702419106	24503	11900.00	9401772	2000
9-30-05	702419107	24475	1587.50	9381267	2500
9-30-05	702419107	24475	810.00	9399375	1200
9-30-05	702419107	24475	1002.00	9399338	1000
9-30-05	702419108	24475	2313.00	9385521	3000
9-30-05	702419109	24475	1605.00	9382501	5000
9-30-05	702419110	24477	771.00	9385521	1000
9-30-05	702419111	24477	1444.00	9382501	4000
9-30-05	702419112	24477	451.00	12200798	1000
9-30-05	702419113	24477	405.00	9399375	800
9-30-05	702419114	24477	338.80	9401881	800
9-30-05	702419115	24477	1008.00	9398790	1000
9-30-05	702419116	24488	1542.00	9385521	2000
9-30-05	702419117	24488	1805.00	9382501	5000
9-30-05	702419118	24488	275.00	9384175	2500
9-30-05	702419119	24488	902.00	12200798	2000
9-30-05	702419120	24495	810.00	9399375	1200
9-30-05	702419120	24495	1002.00	9399338	1000
9-30-05	702419121	24495	336.60	9401881	600

9-30-05	702419122	24501	2313.00	9385521	3000
9-30-05	702419122	24501	1796.40	9391187	1800
9-30-05	702419123	24501	722.00	9382501	2000
9-30-05	702419124	24506	637.50	9399937	2500
9-30-05	702419125	24507	2313.00	9385521	3000
9-30-05	702419125	24507	2395.20	9391187	2400
9-30-05	702419126	24504	572.50	21001375	2500
9-30-05	702419127	24508	4433.94	18219796	2142
9-30-05	702419128	24508	1837.50	18223138	1500
9-30-05	702419129	24508	2520.00	9362913	2000
9-30-05	702419130	24508	1542.24	9395699	357
9-30-05	702419131	24509	1310.00	16243798	1000
9-30-05	702419132	24510	850.00	9361268	2500
9-30-05	702419133	24510	6543.00	9371253	9000
9-30-05	702419133	24510	752.00	9366607	1000
9-30-05	702419134	24510	2970.00	9396613	3000
9-30-05	702419135	24510	2975.00	9397586	500
9-30-05	702419136	24510	17850.00	9401772	3000
9-30-05	702419137	24503	2244.00	16200945	2400
9-30-05	702419137	24503	990.00	9396613	1000
9-30-05	702419138	24503	2010.00	9391063	1000
9-30-05	702419139	24507	1805.00	9382501	5000
9-30-05	702419140	24507	451.00	12200798	451
9-30-05	702419141	24507	1100.00	9399339	1000
9-30-05	702419141	24507	810.00	9399375	1200
9-30-05	702419141	24507	1002.00	9399338	1000
9-30-05	702419142	24507	725.00	21001378	2500
9-30-05	702419143	24507	1008.00	9398790	1008
9-30-05	702419144	24511	771.00	9385521	1000
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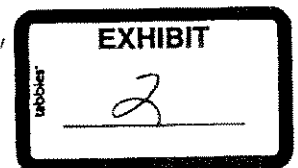
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10-6-05	702422826	24625	850.00	9381268	2500
10-6-05	702422827	24625	2181.00	9371253	3000
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10-6-05	702422862	24624	1444.00	9382501	4000
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10-6-05	702422864	24630	1387.50	21001381	2500
10-6-05	702422865	24631	361.00	9382501	1000
10-6-05	702422866	24631	336.60	9401881	600
10-6-05	702422867	24631	1002.00	9399338	1000
10-6-05	702422868	24634	771.00	9385521	1000
10-6-05	702422869	24634	810.00	9399375	1200
10-6-05	702422870	24634	725.00	21001378	2500
10-6-05	702422871	24640	771.00	9385521	1000

10-8-05	702422671	24840	1197.60	9391187	1200
10-8-05	702422672	24840	722.00	9382501	2000
10-8-05	702422673	24840	451.00	12200798	1000
10-8-05	702422674	24840	405.00	9399375	800
10-8-05	702422674	24840	1002.00	9399338	1000
10-8-05	702422675	24844	637.50	9399937	2500
10-8-05	702422678	24845	949.00	9395356	1000
10-8-05	702422677	24845	1542.00	9385521	2000
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10-8-05	702422679	24845	275.00	9384175	2500
10-8-05	702422680	24845	902.00	12200798	2000
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10-8-05	702422684	24850	1083.00	9382501	3000
10-8-05	702422685	24850	837.50	9401225	2500
10-8-05	702422686	24850	1100.00	9399339	1000
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10-7-05	702423203	24852	1360.00	16207483	4000
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10-7-05	702423208	24881	824.87	9375459	357
10-7-05	702423207	24883	727.00	9371253	1000
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10-7-05	702423209	24871	824.87	9375459	357
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10-7-05	702423245	24858	1796.40	9391187	1800
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10-7-05	702423257	24876	824.87	9375459	357
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10-7-05	702423268	24879	1083.00	9382501	3000
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10-7-05	702423273	24883	451.00	12200798	1000
10-7-05	702423275	24819	410.00	12231804	5000
10-7-05	702423276	24859	1260.00	9362913	1000
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10-7-05	702423288	24815	3150.00	16182452	3000
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10-8-05	702423853	24888	612.50	16223136	500
10-8-05	702423864	24889	824.87	9375459	357
10-8-05	702423865	24890	3450.00	9395690	1000
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10-8-05	702423867	24897	824.87	9375459	357
10-8-05	702423868	24698	1477.98	16219796	714
10-8-05	702423869	24700	3450.00	9395690	1000
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10-8-05	702423871	24702	824.87	9375459	357

10-8-05	702423872	24707	3450.00	9395690	1000
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10-8-05	702423875	24716	1800.00	21001376	5000
10-8-05	702423906	24688	1595.00	9386367	2500
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10-8-05	702423909	24687	717.50	9400303	2500
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10-8-05	702423910	24692	771.00	9385521	1000
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10-8-05	702423913	24696	1083.00	9382501	3000
10-8-05	702423914	24696	275.00	9384175	2500
10-8-05	702423914	24696	405.00	9399375	800
10-8-05	702423915	24696	336.60	9401881	600
10-8-05	702423916	24696	1008.00	9398790	1000
10-8-05	702423918	24704	670.00	9364228	1000
10-8-05	702423919	24704	722.00	9382501	2000
10-8-05	702423920	24704	810.00	9399375	1200
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\$1,589,956.55

Delphi	INVOICE DATE	INVOICE NR	Pull ID and P.O.	INVOICE \$\$	Weigh Bill #	QTY	PART NUMBER
70006470	1/19/2005	0702292749	450087343	342.00	DHL/8418896344	150	9388047-LFU/
70006470	1/20/2005	0702293203	550060358	725.00	DHL/8418896565	2500	21001378/VWSK
70006470	1/25/2005	0702294974	18444-550045880	13,880.00		14000	ST19AF08BR20QMAA
70006470	1/28/2005	0702295593	18480-550045880	19,800.00		20000	ST19AF08BR20QMAA
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70006470	1/28/2005	0702296594	18554-550046200	1,300.00		1000	09362913
70006470	2/2/2005	0702298781	18840-550045886	4,391.10		1071	08378703
70006470	2/2/2005	0702298782	18840-550045883	1,890.00		1500	18223136
70006470	2/2/2005	0702298783	18840-550045012	7,879.07		3213	09375459
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70006470	2/4/2005	0702299971	18730-550046205	650.00		2500	9355083
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70006470	2/4/2005	0702299973	18731-550045883	1,890.00		1500	18223136
70006470	2/4/2005	0702299974	18731-550045012	2,559.69		1071	09375459
70006470	2/4/2005	0702299975	18731-550043436	520.00		500	18203744
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70006470	2/8/2005	0702301515	18797-550046205	537.50		2500	9355082
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70006470	2/9/2005	0702302072	18823-550040701	275.00		2500	09364291
70006470	2/10/2005	0702302643	18854-550046200	2,520.00		2000	09362913
70006470	2/10/2005	0702302687	18869-550039501	375.00		500	18234330
70006470	2/15/2005	0702304809	19012-550051740	854.25		750	09400955-001
70006470	2/15/2005	0702304846	19016-550045893	598.80		600	09391187
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70006470	3/24/2005	0702323577	20007-550045886	5,040.00		4000	09362913
70006470	3/31/2005	0702327806	450090296	637.50	DHL/42965401194	2500	VN800S(B861)\$2TR
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70006470	6/22/2005	0702368935	22114-550072578	1,360.00		4000	16207483
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70006470	7/14/2005	0702379173	22467-550045895	361.00		1000	09382501
70006470	7/14/2005	0702379174	22467-550040701	405.00		600	09399375
70006470	7/14/2005	0702379174	22467-550040701	1,002.00		1000	9389338
70006470	7/14/2005	0702379175	22467-550058845	1,008.00		1000	0939879013TR
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70006470	8/10/2005	0702392534	22399-550050507	1,310.00		1000	18243788
70006470	8/11/2005	0702393273	22159-550040701	717.50		2500	09400303
70006470	8/17/2005	0702395675	23290-550077810	3,084.48		714	09395699
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70006470	8/20/2005	0702397574	23400-550045886	1,862.50		2500	09352534TR
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70006470	8/23/2005	0702398804	23436-550040701	1,275.00		5000	9399937
70006470	8/25/2005	0702400067	0550045429 /118/9371253	8,543.00	PROTRAN/1229972	9000	09371253-TR-3C/
70006470	8/25/2005	0702400088	0550045648 /113/9375459	23,090.76	PROTRAN/1229972	9998	09375459-1/
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70006470	9/2/2005	0702404268	23731-550048200	1,280.00	1000 09362913
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70006470	9/2/2005	0702404299	23737-550043436	520.00	500 16203744
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70006470	9/2/2005	0702404301	23739-550045838	850.00	2500 TS9221DT
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70006470	9/2/2005	0702404303	23739-550045880	990.00	1000 ST19AF08BR20QMAA
70006470	9/2/2005	0702404304	23739-550046205	1,145.00	5000 21001375W
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70006470	9/2/2005	0702404306	23745-550045012	7,422.03	3213 09375459
70006470	9/2/2005	0702404307	23745-550048584	1,542.24	357 09395690
70006470	9/2/2005	0702404308	23746-550045838	850.00	2500 TS9221DT
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70006470	9/2/2005	0702404310	23746-550045880	1,980.00	2000 ST19AF08BR20QMAA
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70006470	9/2/2005	0702404313	23746-550046205	1,145.00	5000 21001375W
70006470	9/2/2005	0702404314	23715-550045893	771.00	1000 09385521TR
70006470	9/2/2005	0702404315	23715-550040701	1,002.00	1000 9399338
70006470	9/2/2005	0702404316	23715-550058645	1,008.00	1000 0939879013TR
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70006470	9/2/2005	0702404318	23719-550040701	810.00	1200 09399375
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70006470	9/2/2005	0702404319	23719-550060358	1,450.00	5000 21001378W
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70006470	9/2/2005	0702404322	23727-550040701	1,002.00	1000 9399338
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70006470	9/2/2005	0702404325	23732-550045895	1,083.00	3000 09382501
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70006470	9/2/2005	0702404332	23743-550045885	722.00	2000 09382501
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70006470	9/3/2005	0702405198	23757-550046202	1,454.00	2000 09371253-TR
70006470	9/3/2005	0702405199	23758-550046203	572.50	2500 21001375/W
70006470	9/3/2005	0702405200	23763-550042357	824.67	357 09375459
70006470	9/3/2005	0702405201	23765-550042357	824.67	357 09375459
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70006470	9/3/2005	0702405203	23749-550046205	800.00	2500 21001376/W
70006470	9/3/2005	0702405204	23750-550045012	2,474.01	1071 09375459
70006470	9/3/2005	0702405205	23751-550046205	512.50	2500 28006887/W
70006470	9/3/2005	0702405206	23752-550045880	990.00	1000 ST19AF08BR20QMAA
70006470	9/3/2005	0702405207	23752-550046205	572.50	2500 21001375/W
70006470	9/3/2005	0702405208	23760-550046205	800.00	2500 21001376/W
70006470	9/3/2005	0702405209	23761-550045880	2,216.97	1071 16219796
70006470	9/3/2005	0702405210	23761-550045886	2,520.00	2000 09382913
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70006470	9/3/2005	0702405216	23758-550060358	725.00	2500 21001376/W
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70006470	9/3/2005	0702405218	23759-550045893	1,542.00	2000 09385521TR
70006470	9/3/2005	0702405219	23759-550045895	1,083.00	3000 09382501
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70006470	9/3/2005	0702405224	23764-550045895	1,083.00	3000 09382501
70006470	9/3/2005	0702405225	23764-550040701	275.00	2500 09384175
70006470	9/3/2005	0702405226	23764-550040701	405.00	600 09399375
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70006470	9/3/2005	0702405231	23773-550051740	854.25	750 09400955-001
70006470	9/3/2005	0702405232	23776-550051740	1,708.50	1500 09400955-001
70006470	9/3/2005	0702405233	23781-550051740	854.25	750 09400955-001
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70006470	9/3/2005	0702405235	23784-550046203	572.50	2500 21001375/W
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70006470	9/3/2005	0702405240	23768-550045880	1,980.00	2000 ST19AF08BR20QMAA
70006470	9/3/2005	0702405241	23768-550046205	572.50	2500 21001375/W
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70006470	9/3/2005	0702405246	23775-550045880	3,960.00	4000 ST19AF08BR20QMAA
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70006470	9/3/2005	0702405251	23779-550045883	1,637.50	1500 16223136
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70006470	9/3/2005	0702405253	23779-550045012	4,948.02	2142 09375459
70006470	9/3/2005	0702405254	23780-550045883	2,181.00	3000 09371253-TR
70006470	9/3/2005	0702405255	23780-550047160	2,975.00	500 ST92F120V1Q7D/TR
70006470	9/3/2005	0702405256	23780-550049699	8,925.00	1500 STA850013TR
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70006470	9/3/2005	0702405259	23788-550045838	850.00	2500 TS922IDT
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70006470	9/3/2005	0702405264	23788-550046205	572.50	2500 21001375/W
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70006470	9/6/2005	0702405874	23794-550048200	1,280.00	1000 09362913
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70006470	9/6/2005	0702405877	23800-550046200	1,280.00	1000 09362913
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70006470	9/6/2005	0702405882	23788-550046205	800.00	2500 21001378W
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70006470	9/6/2005	0702405888	23790-550045880	1,980.00	2000 ST19AF08BR20QMAA
70006470	9/6/2005	0702405889	23790-550047160	2,875.00	500 ST92F120V1Q7D/TR
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70006470	9/6/2005	0702405910	23808-550060358	725.00	2500 21001378W
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70006470	9/6/2005	0702405934	23808-550045889	451.00	1000 12200798
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70006470	9/6/2005	0702405936	23812-550045889	451.00	1000 12200798
70006470	9/6/2005	0702405985	23815-550048200	812.50	500 16223136
70006470	9/6/2005	0702405986	23814-550046203	2,520.00	3000 VN06(011Y)
70006470	9/6/2005	0702405987	23816-550046202	727.00	1000 09371253-TR
70006470	9/6/2005	0702405988	23817-550042357	3,298.68	1428 09375459
70006470	9/6/2005	0702405989	23818-550042357	824.87	357 09375459
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70006470	9/6/2005	0702405991	23819-550046200	1,260.00	1000 09362913
70006470	9/6/2005	0702405992	23823-550042357	824.87	357 09375459
70006470	9/6/2005	0702405993	23831-550050480	3,450.00	1000 09395690
70006470	9/6/2005	0702405994	23832-550046202	1,454.00	2000 09371253-TR
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70006470	9/6/2005	0702405997	23821-550045012	4,948.02	2142 09375459
70006470	9/6/2005	0702405998	23821-550046584	1,542.24	357 09395690
70006470	9/6/2005	0702405999	23822-550045883	2,181.00	3000 09371253-TR
70006470	9/6/2005	0702406000	23825-550045880	4,433.94	2142 16219796
70006470	9/6/2005	0702406001	23826-550045883	727.00	1000 09371253-TR
70006470	9/6/2005	0702406002	23828-550045886	2,520.00	2000 09362913
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70006470	9/6/2005	0702406003	23828-550045880	4,433.94	2142 16219796
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70006470	9/6/2005	0702406005	23829-550050507	1,310.00	1000 16243798
70006470	9/6/2005	0702406006	23830-550045883	3,635.00	5000 09371253-TR

70006470	9/6/2005	0702406007	23830-550045880	1,980.00	2000 ST19AF08BR20QMAA
70006470	9/6/2005	0702406008	23825-550045886	2,520.00	2000 09362913
70006470	9/6/2005	0702406009	23825-550045012	4,948.02	2142 09375459
70006470	9/6/2005	0702406010	23836-550045886	2,520.00	2000 09362913
70006470	9/6/2005	0702406010	23836-550045886	4,230.45	1071 09376703
70006470	9/6/2005	0702406011	23836-550045880	2,216.97	1071 16219796
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70006470	9/8/2005	0702407091	23891-550039503	2,010.00	1000 09391083TR
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70006470	9/8/2005	0702407586	0550042162 /100/16223136	1,837.50	1500 16223136-5/
70006470	9/8/2005	0702407587	0550045429 /119/9371253	5,089.00	7000 09371253-TR-3C/
70006470	9/8/2005	0702407588	0550045427 /113/9382913	7,560.00	6000 09382913-5/
70006470	9/8/2005	0702407589	0550065352 /22/28021896	2,350.00	1000 OLIAD1TR-2LF/
70006470	9/9/2005	0702407727	23910-550046202	752.00	1000 09366807TR
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70006470	9/9/2005	0702407729	23912-550046202	2,244.00	2400 16200945
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70006470	9/9/2005	0702407740	23937-550046202	727.00	1000 09371253-TR
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70006470	9/9/2005	0702407754	23926-550046205	512.50	2500 28006867/VV
70006470	9/9/2005	0702407755	23927-550045886	1,662.50	2500 09352534TR
70006470	9/9/2005	0702407756	23927-550045883	727.00	1000 09371253-TR
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70006470	9/9/2005	0702407765	23935-550045838	850.00	2500 TS922IDT
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70006470	9/9/2005	0702407767	23936-550045886	3,550.00	500 09380748TR
70006470	9/9/2005	0702407768	23936-550048963	3,450.00	1000 09395690
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70006470	9/9/2005	0702407770	23936-550046205	1,145.00	5000 21001375/VV
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70006470	9/9/2005	0702407771	23941-550045886	5,040.00	4000 09382913
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70006470	9/9/2005	0702407778	23909-550080358	1,450.00	5000 21001378/VV
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70006470	9/9/2005	0702407783	23914-550080358	1,450.00	5000 21001378/VV
70006470	9/9/2005	0702407784	23924-550045893	3,855.00	5000 09385521TR
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70006470	9/9/2005	0702407790	23930-550049708	2,425.00	2500 09398142
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70006470	9/9/2005	0702407800	23943-550045880	2,970.00	3000 ST19AF08BR20QMAA
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70006470	9/9/2005	0702407807	23944-550049708	2,425.00	2500 09398142
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70006470	9/9/2005	0702407955	0550043499 /101/8364228	2,760.00	4000 L9832013TR-2C/
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70006470	9/10/2005	0702408561	23967-550045838	850.00	2500 TS922IDT
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70006470	9/10/2005	0702408587	23953-550047160	5,950.00	1000 ST92F120V1Q7D/TR
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70006470	9/10/2005	0702408589	23953-550046205	572.50	2500 21001375/W
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70006470	9/10/2005	0702408592	23957-550045886	700.00	1000 09352533TR
70006470	9/10/2005	0702408593	23957-550045883	2,908.00	4000 09371253-TR
70006470	9/10/2005	0702408594	23957-550045880	990.00	1000 ST19AF08BR20QMAA
70006470	9/10/2005	0702408595	23957-550049899	8,925.00	1500 STA850D13TR
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70006470	9/10/2005	0702408599	23948-550045893	2,313.00	3000 09385521TR
70006470	9/10/2005	0702408600	23951-550045883	771.00	1000 09385521TR
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70006470	9/10/2005	0702408601	23951-550045895	722.00	2000 09382501
70006470	9/10/2005	0702408602	23954-550045893	1,197.60	1200 09391187
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70006470	9/10/2005	0702408613	23960-550045889	451.00	1000 12200798
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70006470	9/10/2005	0702408615	23964-550046200	1,260.00	1000 09362913
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70006470	9/10/2005	0702408617	23961-550045886	2,520.00	2000 09362913
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70006470	9/10/2005	0702408619	23962-550045883	2,181.00	3000 09371253-TR
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70006470	9/10/2005	0702408623	23965-550040699	825.00	1000 09395626
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70006470	9/12/2005	0702409181	23978-550045886	2,520.00	2000 09362913
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70006470	9/15/2005	0702410815	24094-550045891	949.00	1000 09385356
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70006470	9/15/2005	0702411059	0550045371 /26/28007829	2,687.50	12500 28007829/W9H
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70006470	9/16/2005	0702411293	24099-550048205	1,145.00	5000 21001375/W
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70006470	9/16/2005	0702411297	24106-550045886	3,550.00	500 09390748TR
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70006470	9/16/2005	0702411304	24118-550045838	850.00	2500 TS822IDT
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70006470	9/20/2005	0702413077	24175-550045883	3,835.00	5000 09371253-TR
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70006470	9/20/2005	0702413316	0550043499 /104/9364228	1,340.00	2000 L9632013TR-2C/
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70006470	9/21/2005	0702413719	24198-550045880	990.00	1000 ST19AF08BR20QMAA
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70006470	9/28/2005	0702417513	24426-550045880		1,980.00		2000 ST19AF08BR20QMAA
70006470	9/28/2005	0702417514	24426-550047190		2,975.00		500 ST92F120V1Q7D/TR
70006470	9/28/2005	0702417515	24426-550049699		8,925.00		1500 STA850D13TR
70006470	9/28/2005	0702417516	24429-550045883		4,382.00		6000 09371253-TR
70006470	9/28/2005	0702417517	24429-550045880		1,980.00		2000 ST19AF08BR20QMAA
70006470	9/28/2005	0702417518	24429-550039503		2,325.00		500 0940040413TR
70006470	9/28/2005	0702417519	24429-550049699		14,875.00		2500 STA850D13TR
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70006470	9/28/2005	0702417521	24430-550045886		3,150.00		3000 16182452
70006470	9/28/2005	0702417522	24430-550045880		5,040.00		4000 09362913
70006470	9/28/2005	0702417523	24430-550045012		4,433.94		2142 16219796
70006470	9/28/2005	0702417524	24430-550046584		4,948.02		2142 09375459
70006470	9/28/2005	0702417525	24435-550045886		1,542.24		357 09395699
70006470	9/28/2005	0702417525	24435-550045886		2,520.00		2000 09362913
70006470	9/28/2005	0702417525	24435-550045886		4,230.45		1071 09378703
70006470	9/28/2005	0702417526	24435-550045880		2,216.97		1071 16219796
70006470	9/28/2005	0702417527	24435-550045883		1,837.50		1500 16223136
70006470	9/28/2005	0702417528	24435-550045012		4,948.02		2142 09375459
70006470	9/28/2005	0702417529	24435-550046584		3,084.48		714 09395699
70006470	9/28/2005	0702417530	24436-550045838		850.00		2500 TS922IDT
70006470	9/28/2005	0702417531	24436-550045883		2,908.00		4000 09371253-TR
70006470	9/28/2005	0702417532	24436-550045880		2,970.00		3000 ST19AF08BR20QMAA
70006470	9/28/2005	0702417533	24436-550044042		4,350.00		1000 0940040313TR
70006470	9/28/2005	0702417534	24436-550048963		3,450.00		1000 09395690
70006470	9/28/2005	0702417535	24436-550049699		11,900.00		2000 STA850D13TR
70006470	9/28/2005	0702417536	24436-550046205		2,290.00		10000 21001375/W
70006470	9/28/2005	0702417537	24410-550045893		2,313.00		3000 09385521TR
70006470	9/28/2005	0702417538	24410-550045895		722.00		2000 09382501
70006470	9/28/2005	0702417539	24410-550040701		810.00		1200 09399375
70006470	9/28/2005	0702417540	24413-550045893		1,062.00		1000 9399338
70006470	9/28/2005	0702417540	24413-550045893		598.80		600 09391187
70006470	9/28/2005	0702417541	24413-550045895		771.00		1000 09385521TR
70006470	9/28/2005	0702417542	24413-550045889		1,083.00		3000 09382501
70006470	9/28/2005	0702417543	24419-550045893		451.00		1000 12200798
70006470	9/28/2005	0702417543	24419-550045893		1,796.40		1800 09391187
70006470	9/28/2005	0702417544	24419-550045895		3,855.00		5000 09385521TR
70006470	9/28/2005	0702417545	24419-550040701		1,444.00		4000 09382501
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70006470	9/28/2005	0702417548	24424-550040701		451.00		1000 12200798
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70006470	9/28/2005	0702417548	24424-550040701		1,100.00		1000 0939933913TR

70006470	9/28/2005	0702417549	24428-550045891	1,898.00		2000 09395356
70006470	9/28/2005	0702417550	24428-550045893	1,197.60		1200 09391187
70006470	9/28/2005	0702417550	24428-550045893	1,542.00		2000 09385521TR
70006470	9/28/2005	0702417551	24428-550045895	1,805.00		5000 09382501
70006470	9/28/2005	0702417552	24428-550040701	275.00		2500 09384175
70006470	9/28/2005	0702417552	24428-550040701	717.50		2500 09400303
70006470	9/28/2005	0702417553	24428-550045889	451.00		1000 12200798
70006470	9/28/2005	0702417554	24434-550045893	598.80		600 09391187
70006470	9/28/2005	0702417554	24434-550045893	771.00		1000 09385521TR
70006470	9/28/2005	0702417555	24434-550045895	1,805.00		5000 09382501
70006470	9/28/2005	0702417556	24434-550060358	725.00		2500 21001378/W
70006470	9/28/2005	0702417557	24437-550045893	598.80		600 09391187
70006470	9/28/2005	0702417557	24437-550045893	3,084.00		4000 09385521TR
70006470	9/28/2005	0702417558	24437-550045895	722.00		2000 09382501
70006470	9/28/2005	0702417559	24437-550060358	725.00		2500 21001378/W
70006470	9/28/2005	0702417788	0550045300 /119/9385521	21,588.00	UPS blue/0200647466	28000 09385521TR-7/
70006470	9/28/2005	0702417789	0550045371 /28/28007829	2,687.50	UPS blue/0200647360	12500 28007829W9H
70006470	9/28/2005	0702418016	0550042182 /105/16223136	9,187.50	PROTRANS/1253558	7500 16223136-8/
70006470	9/28/2005	0702418017	0550042182 /105/16223136	1,837.50	PROTRANS/1253558	1500 16223136-8/
70006470	9/28/2005	0702418018	0550045427 /117/9362913	12,600.00	PROTRANS/1253558	10000 09362913-5/
70006470	9/28/2005	0702418019	0550045429 /124/9371253	2,181.00	PROTRANS/1253558	3000 09371253-TR-3C/
70006470	9/28/2005	0702418028	0550045570	800.00	UPS blue/0200648350	2500 21001376/W9A

TOTAL: \$ 6,153,413.38

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

EVIDENCE OF TRANSFER OF CLAIM

Exhibit B

TO: United States Bankruptcy Court ("Bankruptcy Court")  
Southern District of New York  
One Bowling Green  
New York, NY 10004  
Attn: Clerk

AND TO: DELPHI AUTOMOTIVE SYSTEMS LLC ("Debtor")  
Case No. 05-44481

Claim # 35

TO: United States Bankruptcy Court ("Bankruptcy Court")  
Southern District of New York  
One Bowling Green  
New York, NY 10004  
Attn: Clerk

AND TO: DELPHI AUTOMOTIVE SYSTEMS LLC ("Debtor")  
Case No. 05-44481

Claim # 35

STMICROELECTRONICS, INC. (F/K/A SGS THOMSON MICROELECTRONICS, INC.) its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

Special Situations Investing Group, Inc.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in the general unsecured claim of Seller to the extent of \$6,153,413.36, such claim being listed in the Debtor's Schedule of Liabilities under the name of SGS Thompson Microelectronics, Inc. (the "Claim"), including but not limited to the proof of Claim No. 35 to the extent of \$6,153,413.36 that Seller filed in connection therewith against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code,

applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

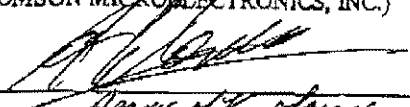


MAR. 31. 2006 2:39PM THOMPSON & KNIGHT 7136541971

NO. 087 P. 12

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated March 31, 2006.

STMICROELECTRONICS, INC. (F/K/A  
SGS THOMSON MICROELECTRONICS, INC.)

By:   
Name: Arlene M. Malone  
Title: Vice President & CFO

SPECIAL SITUATIONS INVESTING GROUP, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NY345545.4/1124-00093

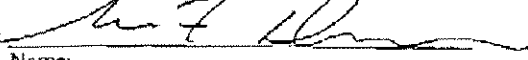
11

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated March 31, 2006.

STMICROELECTRONICS, INC. (F/K/A  
SGS THOMSON MICROELECTRONICS, INC.)

By: \_\_\_\_\_  
Name:  
Title:

SPECIAL SITUATIONS INVESTING GROUP, INC.

By:   
Name:  
Title:  
ALBERT DOMBROWSKI  
AUTHORIZED SIGNATORY

Schedule 1

Seller's Wire Instructions

STMicroelectronics, Inc.  
Wells Fargo Bank  
San Francisco, CA  
Account # 4159761857  
ABA 121000248

Seller's Notice Instructions

Wayne Steele  
STMicroelectronics, Inc.  
1000 East Bell Road  
Phoenix, AZ 85022

*With copy to:*

General Counsel  
STMicroelectronics, Inc.  
1310 Electronics Drive  
Carrollton, Texas 75006

Buyer's Wire Instructions

Chase NY  
ABA # 021000021  
A/C Name: Special Situations Investing Group, Inc.  
A/C # 066906601  
Ref: Delphi from ST Microelectronics  
Attn: Philip Green

Contact Information

Michael Mansour  
c/o Goldman, Sachs & Co.  
85 Broad Street - 28<sup>th</sup> Floor  
New York, NY 10004  
Telephone: 212-357-3773  
Fax: 212-357-0922

*With a copy to:*

Pedro Ramirez  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

**EXHIBIT C**

Address for Notices:

Special Situations Investing Group, Inc.  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004  
Attn: Albert Dombrowski

Wire Instructions:

Chase NY  
ABA # 021000021  
A/C Name: Special Situations Investing Group, Inc.  
A/C # 066906601  
Ref: Delphi from ST Microelectronics  
Attn: Philip Green

Contact Information:

Michael Mansour  
c/o Goldman, Sachs & Co.  
85 Broad Street – 28<sup>th</sup> Floor  
New York, NY 10004  
Telephone: 212-357-3773  
Fax: 212-357-0922

with a copy to:

Pedro Ramirez  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Telephone: (917) 343-8319  
Fax: (212) 428-1243